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**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

IN RE MERCK & CO., INC., SECURITIES, DERIVATIVE
& "ERISA" LITIGATION

MDL No. 1658 (SRC)

THIS DOCUMENT RELATES TO:
THE CONSOLIDATED SECURITIES ACTION

Case No. 2:05-CV-01151-SRC-MAS
Case No. 2:05-CV-02367-SRC-MAS

**DECLARATION OF KARIN A. DEMASI IN SUPPORT OF DEFENDANTS' LETTER
IN RESPONSE TO PLAINTIFFS' MAY 25, 2012 LETTER REGARDING
DISCOVERY DISPUTES**

I, KARIN A. DEMASI, declare, under penalty of perjury, as follows:

I am a member of the firm of Cravath, Swaine & Moore LLP, attorneys for Defendants Merck & Co., Inc., Raymond V. Gilmartin, Peter S. Kim, Alise S. Reicin, Judy C. Lewent, Kenneth C. Frazier, Richard C. Henriques, Jr., David Anstice, Per Wold-Olsen, Lawrence A. Bossidy, William G. Bowen, Johnnetta B. Cole, Niall FitzGerald, William B. Harrison, Jr., William N. Kelley, Heidi G. Miller, Thomas E. Shenk, Anne M. Tatlock, and Samuel O. Thier. I submit this declaration in support of Defendants' Letter in Response to Plaintiffs' May 25, 2012 Letter Regarding Discovery Disputes.

1. Attached hereto as Exhibit 1 is a true and correct copy of a letter from Karin A. DeMasi to Adam Wierzbowski, dated December 22, 2011.

2. Attached hereto as Exhibit 2 is a true and correct copy of a letter from Karin A. DeMasi to Adam Wierzbowski, dated October 26, 2011, and enclosure thereto describing productions made in *In re Merck & Co., Inc., Securities, Derivative & "ERISA" Litigation*, No. 05-cv-2367 (D.N.J.).

3. Attached hereto as Exhibit 3 is a true and correct copy of an Order filed on October 7, 2010, in *United States ex. rel. Underwood v. Genentech, Inc.*, No. 2:03-CV-03983 (E.D. Pa.).

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 11, 2012.


Karin A. DeMasi